

EXHIBIT A

Form of Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Debtors.)	
)	Re docket no. _____
)	Hearing Agenda item no. _____

**PROTECTIVE ORDER AUTHORIZING THE REORGANIZED DEBTORS TO FILE A
JOINT DEFENSE AGREEMENT UNDER SEAL**

Upon consideration of the *Motion Requesting Entry of a Protective Order Authorizing the Reorganized Debtors to File a Joint Defense Agreement Under Seal* (the “Seal Motion”) it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:²

1. The Seal Motion is granted in its entirety.
2. The Reorganized Debtors are authorized to file under seal the *Blackburn and Union Privileges Superfund Site Participation Agreement* (the “Joint Defense Agreement”).

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or “Grace”) and W. R. Grace & Co.-Conn. (“Grace-Conn.”).

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may, the Shaffer Objection or the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010* [Docket No. 26368] (as it may be amended or supplemented, the “Plan”).

3. The filing of the Joint Defense Agreement under seal does not constitute a waiver of any privilege or common interest by any of the Parties thereto.
4. The Reorganized Debtors are authorized to take all actions that may be necessary to undertake filing the Joint Defense Agreement under seal.
5. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order and Joint Defense Agreement.
6. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014 or otherwise.

Dated: _____, 2014

Honorable Kevin J. Carey
United States Bankruptcy Judge